

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY**

DOCUMENT ELECTRONICALLY FILED

In Re: PAR PHARMACEUTICAL
SECURITIES LITIGATION

**Master File No:
2:06-cv-03226 (PGS - ES)**

CLASS ACTION

This Document Relates To:
ALL ACTIONS.

**DECLARATION OF RICHARD A EDLIN
IN SUPPORT OF MOTION TO DISMISS LEAD PLAINTIFFS'
SECOND CONSOLIDATED AMENDED COMPLAINT**

RICHARD A. EDLIN declares and states:

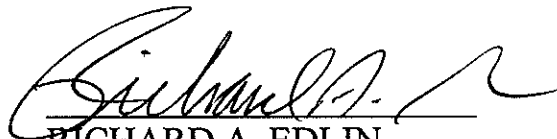
1. I am a member of Greenberg Traurig, LLP, counsel for Defendants Par Pharmaceutical Companies, Inc. ("Par"), Kenneth I. Sawyer, and Dennis J. O'Connor (collectively, "Defendants") in the above-captioned matter. I am admitted to practice in New Jersey and am a member of the bar of this Court.

2. I am fully familiar with the matter set for herein and make this declaration in support of Defendants' Motion to Dismiss Lead Plaintiff's Second Consolidated Amended Complaint ("Second Complaint").

3. Attached hereto as Exhibit A is true and correct copy of a blackline comparing the Lead Plaintiffs' Consolidated Amended Complaint (the "First Complaint") to the Second Complaint.

4. Attached hereto as Exhibit B is a true and correct copy of Par's Form 10-Q/A for the quarterly period ending April 1, 2006, filed with the Securities and Exchange Commission on July 10, 2007.

Pursuant to 28 U.S.C. § 1746, I hereby declare under penalty of perjury that the foregoing is true and correct. Executed in New York, New York this 17th day of September, 2008.



RICHARD A. EDLIN